

Modus Law, Ltd.

Ethics and Values Agreement

I. Begin with the end in mind.

Modus Law, Ltd. (“Modus”) was formed to facilitate the transformative delivery of legal and business services to our clients while changing the business model used by attorneys. We want to create a creative, flexible and engaging place to work. We want to have clients who are vocal fans of Modus, what we do and who we are.

II. The core values of Modus.

Our Core Values are based on our desire to act with the highest standards of honesty, integrity and fair dealing. In one way or another, the concepts of integrity, ethics, honesty and commitment contained in this Ethics and Values Agreement (the “Ethics Agreement”) are included in our Core Values and currently exist in our company culture. Our Core Values are...

Ruthless Efficiency - We believe we should follow our clients’ lead and be constantly improving our process, our Modus, to deliver more quality to our clients, more quickly and with less expense. We are constantly evaluating new technologies that can improve your experience with our firm. We use cloud based project management, we are a Google Apps firm, we utilize attachments.me, Mavenlink, DraftOnce, generally Mac computers (and some chromebooks). We use MSFT products sparingly. We still do have to use occasionally as traditional firms still live in Microsoft word (hey, at least they stopped using Word Perfect).

Entrepreneur Education - We believe in demystifying the legal experience. We invest in our clients by providing an unprecedented amount of education and up front learning so that they build their new business on a solid foundation. For our clients with existing businesses, we endeavor to continually update them on changes in the law, new opportunities AND we do not charge our clients for this education whether they are new or existing businesses.

Mindful - We pride ourselves on listening and relating to our colleagues and clients in a way that's genuine, human and memorable. The overriding theme of all of our values is to add value to our clients businesses and our clients lives.

Complete Transparency - After a decade of working with amazing and transformative clients, it finally hit us that, we, as a firm, could be doing things much better. We have turned the legal business model around and focused it on the clients rather than the named partners of the firm.

For almost all matters we undertake, we provide a clear specific "menu" of the services we advise. The menu provides both turn around times and costs for each service. (Crazy, we know). We reach out to clients before we begin to make sure we know their hot buttons, what keeps them up at night, their timing concerns, how they like to be communicated with.

We put our engagement letters and agreements out for all to see.

Our team does not get incentive pay for hitting some billable hour amount each month. Our incentive compensation is based on how we performed for our clients. How happy clients were with our firm. The measures we use are things like responsiveness, being on budget, being on time, and whether we successfully add value to clients.

This Ethics Agreement is not intended to replace good judgment and common sense, but serves as a guide and minimum standard of conduct. The purpose of this Ethics Agreement is to remind everyone of why we are here and to provide basic guidelines for situations in which ethical issues arise. In these situations, we must take time to think before we act.

We will not knowingly support any organization which espouses discriminatory policies or practices. If you believe we are involved with such an organization, please report it to the managing partner immediately. We expect everyone to perform their work with honesty and integrity, and to always be mindful of whether or not your work is adding value and in keeping with our Core Values.

If you believe someone is violating our policies, report it to the managing partner immediately. No one has the authority to retaliate against an employee who reports a possible violation. Failure to comply with any of the provisions of this Ethics Agreement subjects the employee to disciplinary measures up to and including termination.

II. Policies and Practices

A. Conflicts of Interest

A conflict of interest may arise in any situation in which an employee's loyalties are divided between business interests that, to some degree, are incompatible with the interests of Modus. Modus requires that we have an environment that protects our clients, collaborators and employees from such conflicts. Modus expects that no employee will place himself or herself in a position that could have the appearance of being, or could be construed to be, in conflict with the interests of Modus.

B. Use of Company Property and Information

Confidential Information.

This is vitally important. We are often in possession of highly sensitive information. You will likely have very sensitive information about our firm as well as our clients and their employees that, if disclosed, could be harmful to us or our clients. This could range from information about the work we're doing for specific clients, to the status and performance of client personnel, or even our current or future plans. You need to be hyper careful with this information. For example, every electronic device you use needs to have multi-stage password protection, stay away from public computers, and always secure any paper documents you are working on.

All files, records and reports acquired or created in the course of your employment at Modus are the property of Modus. Originals or copies of such documents may be removed from our offices for the sole purpose of performing your duties to the Company and must be returned at any time upon request.

Privacy and Data Protection.

Modus respects and is diligent in protecting the privacy of employees, consultants and our clients, and will comply with applicable Data Privacy and Protection laws. Again, we remind you to take vigilant steps to protect your electronic devices from theft, hacking and unauthorized access.

Trademarks, Service Marks and Copyrights

No employee may negotiate or enter into any agreement using the Company's trademarks, service marks or logos without first consulting the managing partner. Similarly, using the trademark or service mark of another company, even one with whom our Company has a business relationship, always requires clearance or approval, to ensure that the use of that other Company's mark is proper.

G. Timely and Truthful Disclosure.

In reports and documents filed with or submitted to any regulators by Modus, and in other public communications made by Modus, employees and consultants involved in the preparation of such reports and documents shall make disclosures that are full, fair, accurate, timely and understandable. Modus employees and consultants shall not knowingly conceal or falsify information, misrepresent material facts or omit material facts necessary to avoid misleading Modus's independent public auditors or investors.

H. Employment Policies

Modus is committed to a work environment in which all individuals are treated with respect and dignity. Each individual has the right to work in a professional atmosphere that promotes equal employment opportunities and prohibits discriminatory practices, including harassment. Therefore, we expect that all relationships among persons in the workplace will be professional and free of bias, prejudice and harassment. In compliance with local, state, and federal law, Modus ensures equal employment opportunity without discrimination or harassment on the basis of race, color, national origin, religion, sex (with or without sexual conduct), age, disability, alienage or citizenship status, marital status, creed, genetic predisposition or carrier status, sexual orientation or any other characteristic protected by law. This protection extends to unlawful discrimination or harassment committed on the basis of an employee's association with another person. Modus prohibits and will not tolerate any such discrimination or harassment. Modus' Non-Discrimination Policy and Anti-Harassment Policy is contained in the employee handbook. The Company is committed to providing a safe workplace for all employees. In addition, several laws and regulations impose responsibility on the Company to safeguard against safety and health hazards. For that reason, and to protect the safety of themselves and others, employees and other persons are required to follow all safety instructions and procedures that the Company adopts. Questions about possible health and safety hazards at any Company facility should be directed immediately to the employee's supervisor.

III. Interpretation.

The managing partners of Modus have the exclusive responsibility for the final interpretation of the Code of Conduct. The Code of Conduct may be revised, changed or amended at any time by the managing partners of Modus.

IV. Reporting Suspected Non-Compliance

If you make a report, please provide as much detail as possible, including copies of documents you believe relevant to the matter. Modus will promptly investigate all reports of alleged non-compliance with this Code of Conduct and other reported improprieties, and determine an appropriate course of action. Retaliation in any form against an individual who reports a violation of this Code of Conduct or of law, even if the report is mistaken, or who assists in the investigation of a reported violation, is itself a serious violation of this policy. Acts of retaliation should be reported immediately and will be disciplined appropriately.

Disciplinary Action

Modus will take appropriate action against any employee whose actions are found to violate this Code of Conduct. Disciplinary actions may include the immediate termination of employment. If Modus has suffered a loss, it may pursue its remedies against the individuals or entities responsible as permitted by law. If laws have been violated, Modus will cooperate fully with the appropriate authorities. All Modus employees and consultants are expected to cooperate in internal investigations of misconduct.

Acknowledgment

I certify that I have received and read and that I will abide by the Modus Code of Conduct, Ethics & Compliance Policy distributed to me on _____, 20____.

(signature)

(print your name)